EXHIBIT "A"

APPLICANT'S ARTICLES OF INCORPORATION AND

CERTIFICATE OF GOOD STANDING



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the annexed and following is a True and Correct copy of the Articles of Incorporation, Initial Report, Amendments and 2001 Annual Report of

ADVANCED TEL, INC.

A LOUISIANA corporation domiciled at GONZALES,

As shown by comparison with documents filed and recorded in this Office.

In testimony whereof, I have hereunto sel my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

#ebruary 20, 2001

CLO 34166724D Secretary of State



ARTICLES OF INCORPORATION

OF

ADVANCED TEL., INC.

(DOMESTIC/FOREIGN)

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED REGISTERED AGENT ACT 769 OF 1987

To the State Corporation Department State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 6th day of January, 1994, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared ARTHUR G. SCANLAN, II, and JOHN D. SCANLAN, who are to me known to be the persons, and who, being duly sworn, acknowledged to me that they do hereby accept appointment as the Registered Agent of Advanced Tel., Inc., which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.

Arthur G. Scanlan, II. Registered Agent

John D. Scanlan, Registered Agent

Subscribed and sworn to before me on the day, month, and year first above set forth.

Notary Public

CERTIFIED EXTRACT OF RESOLUTIONS TE DULY ADOPTED BY THE BOARD OF DIRECTORS OF ADVANCED TEL., INC.

BE IT FURTHER RESOLVED, that Arthur G. Scanlan, II, and John D. Scanlan be and hereby are appointed registered agents for the Company and Beryl S. Smith, Secretary, is hereby authorized and directed to file any and all documents necessary in connection with such appointment with the Louisiana Secretary of State.

I, Arthur G. Scanlan, II, duly elected Chief Executive Officer of Advanced Tel., Inc., do hereby certify that the above and foregoing resolution was adopted on January 6, 1994, by the unanimous written consent of the Board of Directors of Advanced Tel., Inc., and said resolutions are in full force and effect and have not been amended, rescinded or modified in any way.

This 11th day of January, 1994.

Arthur G. Scanlan, II Chief Executive Officer

Address of Registered Agent(s):

913 S. Burnside Avenue Gonzales, Louisiana 70737-4258



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that a copy of an Amendment to the Articles of Incorporation of

ADVANCED TEL., INC.

A Louisiana corporation domiciled at Gonzales,

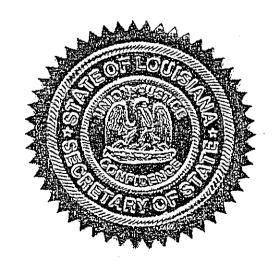
Said Amendment executed on June 23, 1988, and acknowledged on January 16, 1989,

Was recorded in this Office on February 10, 1989, the date Amendment became effective, and filed in the Record of Charters Book 343.

In testimony whereof, I have hereunto set my hand and caused the Seat of my Office to be affixed at the City of Baton Rouge on, February 10, 1989

Jax H! Cillan

Secretary of State



AMENDMENT OF THE ARTICLES OF INCORPORATION OF ADVANCED TEL., INC.

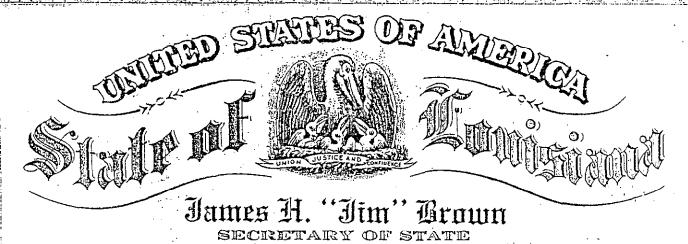
A meeting of the Annual Shareholders' Heeting of Advanced Tel, Inc. was held on the 23rd day of June, 1988.

"Upon motion duly made, seconded and unanimously carried, the following resolution was adopted adding Article XI to the Articles of Incorporation of Advanced Tel, Inc."

BE IT RESOLVED that no director or officer of Advanced Tel, Inc., shall be personally liable to the Corporation or its members for monetary damages for breach of a fiduciary duty as a director or officer. Notwithstanding the foregoing, the liability of a director or officer of the Corporation shall not be eliminated (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (c) for a liability under LSA R.S. 12:92 (D); or (d) for any transaction from which the director or officer derived an improper personal benefit.

If after the effective date of Article XI, the Louisiana Business Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or an officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Louisiana Corporation Law.

Black Burgin



As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Incorporation and Initial Report of

ADVANCED TEL., INC.

Domiciled at Gonzales, Louisiana, Parish of Ascension,

A corporation organized under the provisions of R.S. 1950, Title 12, Chapter 1, as amended,

By Act before a Notary Public in and for the Parish of Ascension, State of Louisiana, on January 15, 1985,

Was filed and recorded in this Office on February 5, 1985, the date when corporate existence began, and filed in record of Charters Book 341,

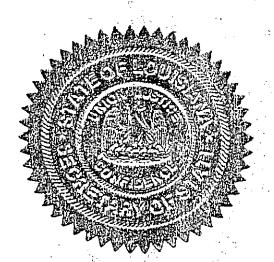
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R. S. 1950, Title 12, Chapter 1, as amended.

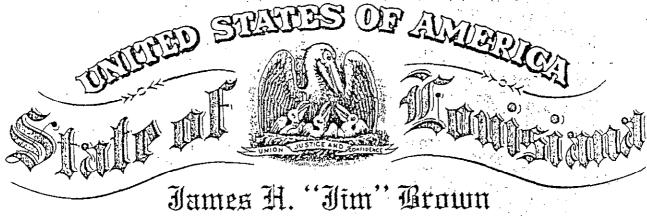
In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

February 5, 1085

kc.

Secretury of State





SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Gerlify that a copy of an Amendment to the Articles of Incorporation of ADVANCED TEL., INC.

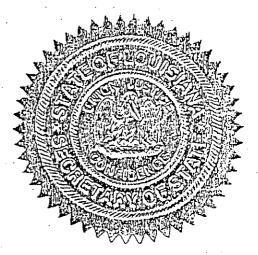
A Louisiana corporation domiciled at Gonzales,

Said Amendment being by Act before a Notary Public in and for the Parish of Ascension, on March 19, 1985,

Was recorded in this Office on June 27, 1985, the date Amendment became effective, and filed in the Record of Charters Book 341.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

Secretary of Plate



MINUTES OF A SHAREHOLDER'S MEETING OF

A special meeting of the shareholders of Advanced Tel. Inc. was held at the registered office of the corporation on the 19th day of March.

1985, at 3:00 p.m.

Present: Albert Banker, A.G. Scanlan, Charles M. King, Jr., F. N. Banker, Jr., Lance Banker, Albert J. Banker, Jr. and Arthur Scanlan, II

The secretary reported that all of the shareholders of record were present at the meeting.

Upon motion duly made, seconded, and unanimously passed, it was:

RESOLVED that Article IV of the corporation's Articles of

"The corporation may issue twenty thousand (20,000) shares of common stock at \$10.00 par value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to assessment or other charges."

BE IT FURTHER RESOLVED that Albert J. Banker, President of the corporation, and A. G. Scanlan, Secretary, be and they are hereby authorized to execute whatever documents are necessary to effectuate this resolution.

CERTIFICATE

We hereby certify that the above and foregoing are the true and correct minutes of the shareholder's meeting held on March, 19, 1985 at the registered office of the corporation, at which all of the corporation's shareholders were present and voting.

PRESIDENT

C D C D D TO A D ST

EXCERPT FROM THE MINUTES OF A SHAREHOLDERS

MEETING OF ADVANCED TEL., INC.

HELD ON March 19, 1985

(at the corporation's registered office)

"RESOLVED that Article IV of the corporation's Articles of Incorporation be amended to read as follows:

"The corporation may issue twenty thousand (20,000) shares of common stock at \$10.00 par value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to assessment or other charges."

BE IT FURTHER RESOLVED that Albert J. Banker, President of the corporation, and A. G. Scanlan, Secretary, be and they are hereby authorized to execute whatever documents are necessary to effectuate this resolution."

CERTIFICATE

We, the undersigned, hereby certify that the above and foregoing is a true and correct copy of a resolution duly passed at a meeting of the shareholders of Advanced Tel. Inc., duly and legally called, convened and held at the corporation's registered office on the 19thday of March, 1985; whereat all of the corporation's shareholders were present, and that same has not been revoked or rescinded.

ALBERT J. BANKER, PRESIDENT

A. G. SCANLAN, SECRETARY

ANTICLES OF ANTIOMENT

STATE OF LOUISIANA

ADVANCED TEL. INC.

PARISH OF ASCENSION

ARTICIÀ I

At a special shareholder's neuting of Advanced Tel., Inc., held or the 19th day of March . 1965, at the corporation's registered office; the shareholders present, representing 1004 of the outstanding shares fistock of the corporation, voted unanibounly to amend drive to I of the corporation's Articles of Incorporation to read as follows:

"ARTICLE IV.

The corporation may issue twenty thousand (20,000) shares of company stock at \$10.00 per value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Bosiness Corporation Law.

Shares of the Corporation shall have the character of incorporcal, novable property for all purposes, and shall not subject their holders to assessment or other charges."

At said ocering, albert J. Banker, President and A. G. Scanlan, " Secretary Treasurory were authorized to execute for and un behalf of the corporation any and all documents necessary to carry out the above stated

LEERT J. BAIRER

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of an Excerpt of the Minutes of the Annual Snareholders' Meeting of Advanced Tel, Inc. held on the 23rd day of June, 1988, at which all directors consented to the action taken therein.

Sworn to and subscribed before me this William day

of MMININ, 1989.

NOTARY PUBLIC

ARTHUR G: SCANLAN, SECRETARY-TREASURER

ALBERT J. BANKER, PRESIDENT

 $\{x_i\}_{i=1}^{n}$

ADVANCED TEL., INC.

BE IT KNOWN, that: In the City of Gonzales, Parish of Ascension, State of Louisiena, on this 15th day of January, 1985:

DEFORE ME, Guy Moldridge, a Notary Public, duly commissioned and qualified in said Parish and State, and in the presence of the subscribing witnesses, personally came and appeared Albert J. Bankar, A. G. Scanlan, and Charles H. King, Jr., 913 S. Burnside, Gonzales, Louisiana, 70737, who declared that availing themselves of the Louisiana Business Corporation Law (Title Twelve, Chapter One of the Louisiana Revised Statutes), he does organize a corporation pursuant to that law, under and in accordance with these articles of incorporation.

ARTICLE I

NAHE

The Corporation shall bear the name of Advanced Tel., Inc.

ARTICLE II

PURPOSE & POWERS

The Corporation has as its purpose the conduct of any lawful business activity authorized under the Louisiana Business Corporation Law. It has the power to do anything convenient or necessary to carry out this purpose.

Without, in any way, restricting the general grant of power set forth above, the Corporation is expressly authorized:

- To own, purchase or otherwise acquire immovable, movable, corporeal and incorporeal property;
- To hold, improve, let encumber, option, sell or otherwise alienate property of every character;
- c. To manage, broker, handle or deal in property for its own account, for another as agent, or for another as nominee;
- d. To borrow and lend money or other property;
- c. To issue, acquire, sell, negotiate, endorse, guarantee, distribute or otherwise transact with stock, bonds, notes, evidence of debt, choses in action and other securities of any kind;
- f. To participate in partnerships, joint ventures and other business entities;

- g. To make donations and other gratuitous dispositions tending to further the overall Corporation's business objectives;
- h. To create trusts, incorporate business and incorporate private funding;
- i. To establish branch offices and agencies both within and without the United States of America;
- j. To enter into employment contracts, employee benefit plans, commission arrangments, licensing agreements and other business relations; and
- k. To act, execute, sign or serve as obligor, maker, co-make, surety or accomodation endorser for any person as authorized by the Board of Directors.

ARTICLE III

DURATION

The Corporation shall enjoy perpetual existence.

ARTICLE IV

CAPITAL STOCK

29,000 share The Corporation may issue two thousand (2,000) share of common stock at \$10.00 par value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to zascssment or other charges.

ARTICLE V

PRE-EMPTIVE RIGHTS

Prior to allotment, issue, sale or other transfer by the Corporation of any shares of its stock, whether now or hereafter authorized, and prior to allotment, issue, sale or other transfer by the Corporation of any bonds, debentures, or other securities convertible into its stock, whether now or hereafter authorized (collectively referred to as "offered securities"), each holder of a share or shares of capital stock of the Corporation shall have a pre-emptive right to acquire the offered securities in a proportion not to

exceed the holder's proportion of all outstanding share of the Corporation's capital stock. The shareholders shall have ten (10) days to acquire offered securities, on terms and for a price specified by the Board of Directors.

If offered securities remain unpurchased at the expiration of the ten (10) day period, then each shareholder who exercised pre-emptive rights shall have the opportunity to subscribe to the remaining offered securities in a proporation not to exceed the ration that the offered securities he first subscribed to bears to the total amount of offered securities. These rights shall continue in effect for a period of five (5) days from the expiration of the initial ten (10) day period.

Offered securities not allotted to existing shareholders pursuant to this procedure, may be offered, after the final period for exercising pre-emptive rights, during a sixty (60) day period to any person for allotment, issue, or sale at not less than the price offered to shareholders and upon terms nor more favorable than the terms offered to shareholders. No allotment, issue, sale or transfer of any of the offered securities shall pass title or reflect on the Corporation's book prior to compliance with these procedures, conditions and requirements. No holder of a certificate for offered securities shall receive dividends or interest thereof, or exercise voting power thereby, or participate in the Corporation's profits, or convert such bonds to stocks, until the shares or bonds are regularly transferred to him on the Corporation's books.

ARTICLE VI

RESTRICTIONS ON ALIENATION

No stock in this corporation shall be transferred unless the stock shall have been first offered for sale to the Corporation, and, if the Corporation shall fail or refuse to accept the offer, to each of the other stockholders of this Corporation. The offeree shall have an option to purchase the stock to be transferred at the following price: at the same price and on the same terms and conditions as the offerer shall have been offered by a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each stockholder at the address listed on the Corporation books. The right to transfer stock shall not exist until the

Corporation and all existing stockholders either refuse in writing the offer so made, or waive the requirement of an offer in writing, or until they fail for a period of thirty (30) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the Corporation.

Should the Corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desire to exercise it, in the proportions in which these stockholders hold stock in the Corporation.

After the expiration of the option period, no transfer at a price less than has been offered to the Corporation and the other stockholders, or on terms or conditions varying from those states in the letter notifying the Corporation and the stockholders of a proposal to transfer, shall be valid, until the right shall have been offered to the Corporation and the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholder who proposes to transfer his stock.

The stockholders in this Corporation may make agreements, either in by-laws or by a shareholder agreement, between themselves relative to the purchase, amoung themselves, of the stock of this Corporation in the event of the death, insanity, retirement or disability of any stockholder, and in the event of a transfer of his stock by donation to the stockholder's spouse and linear descendants. A copy of any such agreement shall be filed with the Secretary or Secretary-Treasurer of this corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, administrators, legatees, executors and assigns.

Except as to a transfer on death or a gift of the stock of a stockholder to his spouse or linear descendants (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of any nature whatsoever shall have any effect as related to the Corporation or its stockholders, nor shall it be valid any any fashion until the option period provided above shall have expired.

ARTICLE VII

VOTING SHARES

. The holders of the Corporation's stock possess all voting rights at shareholder meetings. Each shareholder may cast one vate, either in person or by proxy in a form specified by the Corporation's by-laws, for each share of stock standing in the sharcholder's name on the Corporation's books. At all shareholder meetings, holders of a majority of the Corporation's shares shall constitute a quorum. A majority of votes actually cast shall decide all matters properly brought before a shareholder's meeting. Whenever any provisions of law, the articles or by-laws require the affirmative note of shareholders to authorize or constitute corporate action, a written consent to such action shall suffice for its approval without the necessity of a meeting if signed by the otherwise needed shareholders possessing a proportion of the shareholder voting power.

ARTICLE VIII

DIRECTORS

The business affairs of the Corporation shall be managed, and the corporate powers thereof shall be vested in and exercised by a Board of not less than one (1) no more than seven (7) directors. The Corporation's by-laws shall specify the number of directors and their terms of office. .

" In furtherance, but not in limitation of the powers conferred by statutes, the Board of Directors is especially authorized:

- a. To make original by-laws for the government of the Corporation, provided that alteration or repeal of by-laws so made shall require approval of a majority of the shareholder voting power;
- b. To fix the consideration for issuance of shares;
- c. To create and issue, whether or no in connection with the issue and sale of shares of stock or any other Corporation securities, warrants, rights or options entitling holders thereof to purchase from the Corporation shares of its capital stock, or any other Corporation securities.

The Corporation shall act as obligor, endorser, makers, co-makers, surety or guarantor of the debt of another, only upon the unanimous consent of all its directors.

A director absent from a meeting of the Board of Directors, or any

committee thereof, may be represented by another director or shareholder who may cast the absent director's vote according to his written instructions, general or special.

Action required or permitted to be taken at Board of Directors meetings, or a committee thereof, may be taken by unanimous written consent of all directors, without meeting, as provided in the by-laws.

ARTICLE IX

SHAREHOLDER MEETINGS

The general annual meeting of the shareholders for the election of directors may be held anywhere in or outside the State of Louisiana. Notice thereof shall be given in the manner set forth in the by-laws. Failure for any cause whatsoever, to hold an annual shareholders meeting, or failure to elect directors at such meeting, shall not effect or vitiate the corporate existence.

Shareholders' meetings may be called as provided in the by-laws.

ARTICLE X

INCORPORATOR

The notarial recital immediately preceeding these Articles sets forth the incorporator's full name and post office address. This recital is adopted by reference as a part of these Articles.

Thus done and signed at my notarial office in Gonzales, Louisiana, in the presence of the subscribing competent, witnesses, who hereunto sign their names with the appear and me, Guy Holdridge, Notary Public, after reading of the whole.

WITNESSES:

Albert J. Ranker

A. G. Scanlan

Charles M. King, Jr.

Guy Holdridge, Notary Public